

KIM PETER S
Form 4
March 05, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KIM PETER S

2. Issuer Name and Ticker or Trading Symbol
MERCK & CO INC [(MRK)]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE MERCK DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP & Pres., MRL

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

WHITEHOUSE
STATION, NJ 08889-0100

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock - Dividend Reinvestment | 03/03/2009 | | M | | 32,500 | A | \$ 0 96,438.9037 |
| Common Stock - Dividend Reinvestment | 03/03/2009 | | F | | 14,582 | D | \$ 23.44 81,856.9037 (1) |
| Common Stock | | | | | | | 426 D |

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Common
Stock - 401(k)
Plan

921.5717 ⁽²⁾ I

By
401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Am Underlying Sec (Instr. 3 and 4) |
|---|--|---|---|---|--|--------|----------------|--|--------------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| RSU - Leader Shares 2006/03/03 | ⁽³⁾ | 03/03/2009 | | M | | 32,500 | 03/03/2009 | 03/03/2009 | Common Stock | 3 |
| Restricted Stock Units 2006/03/03 | ⁽³⁾ | 03/03/2009 | | M | | 18,000 | 03/03/2009 | 03/03/2009 | Common Stock | 1 |
| Phantom Stock | ⁽⁴⁾ | 03/03/2009 | | A | | 18,000 | ⁽⁵⁾ | ⁽⁶⁾ | Common Stock | 1 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KIM PETER S
ONE MERCK DRIVE
WHITEHOUSE STATION, NJ 08889-0100

Exec.VP & Pres., MRL

Signatures

Debra A. Bollwage as Attorney-in-Fact for Peter
S. Kim

03/05/2009

 Signature of Reporting Person

____ Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Holdings include shares acquired in dividend reinvestment transactions.
- (2) Includes shares acquired and dividends earned through January 2, 2009 in the Merck & Co., Inc. Employee Savings and Security Plan, a 401(k) plan.
- (3) Each restricted stock unit represents a contingent right to receive one share of Merck & Co., Inc. common stock.
- (4) 1-for-1
- (5) The Merck Deferral Program includes the right of redesignation to other investment measures within the Program (not applicable to deferral of restricted stock units).

Distributions of phantom stock are made in shares of Merck Common Stock, with cash payable for partial shares, in accordance with a distribution schedule elected by the reporting person. This distribution is subject to conditions and limitations of the Merck Deferral Program.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.